

Sec. 2. Minnesota Statutes 1978, Section 319A.12, is amended by adding a subdivision to read:

Subd. 1a. A professional corporation may at any time by amendment to its articles of incorporation relinquish the powers and privileges conferred upon it by chapter 319A and elect to be governed thereafter solely by the provisions of either chapter 301 or 317. Notwithstanding any provision of chapter 319A, the representative of a deceased or incompetent shareholder of a professional corporation shall have authority to vote the deceased or incompetent shareholder's shares on the question of adopting such an amendment.

Sec. 3. Minnesota Statutes 1978, Section 319A.15, is amended to read:

**319A.15 MERGER; CONSOLIDATION.** No professional corporation shall merge or consolidate with any other corporation ~~except another professional corporation or foreign professional corporation~~ subject to sections 319A.01 to 319A.22. ~~Merger or consolidation shall not be permitted~~ unless the surviving or new corporation is a professional corporation or a foreign professional corporation which complies with all requirements of sections 319A.01 to 319A.22.

Sec. 4. Minnesota Statutes 1978, Section 319A.16, is amended to read:

**319A.16 OFFICERS; DIRECTORS.** Except as otherwise provided by this section, every director and every officer of a professional corporation shall be a professional licensed to render professional service of a type the corporation is authorized to render ~~+~~ provided, however, that if the articles of incorporation or the bylaws so provide, the secretary, the treasurer, and any assistants to either of them, need not be professionals. If the professional corporation organizes pursuant to chapter 317, a majority of its board of directors need not be professionals ~~authorized to provide professional services.~~

Sec. 5. This act is effective the day following its final enactment.

Approved April 9, 1979.

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#### CHAPTER 22—S.F.No.204

*An act relating to state lands; authorizing the conveyance of certain lands in Kittson County.*

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

Section 1. The commissioner of natural resources by quit claim deed in the form the attorney general approves and in the name of the state of Minnesota, shall transfer and convey to Dale A. and Audella Stamnes the following described state lands in Kittson County:

Changes or additions indicated by underline deletions by ~~strikeout~~

That part of Government Lot 3 of Section 5, Township 160 North, Range 46 West, Kittson County, Minnesota described as follows:

Commencing at the northwest corner of said Section 5 thence on an assumed bearing of South 88 degrees 12 minutes 54 seconds East, 772.7 feet along the north line of said Section 5;

thence South 57 degrees 07 minutes 54 seconds East, 1204.30 feet along the centerline of CSAH 10 and its extension;

thence South 08 degrees 04 minutes 36 seconds West, 123.10 feet;

thence South 81 degrees 19 minutes 24 seconds East, 50.00 feet to the point of beginning;

thence South 08 degrees 04 minutes 36 seconds West, 25.00 feet;

thence North 81 degrees 19 minutes 24 seconds West, 125.00 feet;

thence North 08 degrees 04 minutes 36 seconds East, 201 feet, more or less, to the centerline of CSAH 10;

thence easterly 125 feet, more or less, along the centerline of CSAH 10 to a point which bears North 08 degrees 04 minutes 36 seconds east from the point of beginning;

thence South 08 degrees 04 minutes 36 seconds West, 175 feet, more or less, to the point of beginning. Which lies southerly of the southwesterly boundary of CSAH 10 formerly known as U.S. Trunk Highway No. 59 and northwesterly of the following described line:

Beginning at a point on the southwesterly boundary of CSAH 10 being 550 feet east (measured at right angles) of the east line of Government Lot 4; thence southwesterly to a point which is 300 feet south and 200 feet west of the northeast corner of the Southwest Quarter of the Northwest Quarter of said Section 5.

Reserving unto the grantor, its successors and assigns all those certain rights and privileges as recorded in that certain easement and release dated November 10, 1949, and filed for record on November 26, 1949, in the office of the county recorder in Book 80 of Deeds, page 118.

Consideration for the sale shall be the appraised value of the land, with no value being charged for the building erected on the land by Dale A. and Audella Starnes.

Sec. 2. This act is effective the day following its final enactment.

Approved April 9, 1979.

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